

010367052

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

March 21, 1995

RECORDATION NO. 19111-M NOB, Q
FILED 1405

MAR 23 1995 10:00 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

REC'D MAR 23 1995
S6, 145 PH '95

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Fifth Amendment to Security Agreement-Trust Deed, two separate Bills of Sale and two separate Assignment and Assumption Agreements, all dated March 17, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Fifth Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.) Capital
Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment being ADDED to the Security Agreement is 342 railcars set forth in Annex A attached to the Fifth Amendment, and the Leases related thereto are set forth in Annex B attached to the Fifth Amendment.

Mr. Vernon A. Williams
March 21, 1995
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The 272 railcars being DELETED from the Security Agreement are set forth in Annex X attached to the Fifth Amendment, and the Leases related thereto and set forth in Annex Y attached to the Fifth Amendment.

With respect to the 342 railcars being added to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated
2201 Rider Trail
Earth City, Missouri 63045-1383

Transferee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignor: ACF Industries, Incorporated
2201 Rider Trail
Earth City, Missouri 63045-1383

Assignee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

With respect to the 272 railcars being deleted from the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Transferee: ACF Industries, Incorporated
2201 Rider Trail
Earth City, Missouri 63045-1383

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Assignment and Assumption Agreement

Assignor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignee: ACF Industries, Incorporated
2201 Rider Trail
Earth City, Missouri 63045-1383

Also enclosed is a check in the amount of \$105.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. *1911-1X* FILED 1425

MAR 21 1995 10:00 PM

WISCONSIN STATE COMMISSION

FIFTH AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED,

dated as of March 17, 1995

between

AKF CORP.

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

FIFTH AMENDMENT
TO
SECURITY AGREEMENT - TRUST DEED

THIS FIFTH AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of March 17, 1995 (this "Amendment"), is made between AKF Corp., a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 21, 1994 (as amended prior hereto, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendments to Annex A to Security Agreement. Effective as of the date herof, Annex A to the Security Agreement is hereby amended and supplemented by the (i) addition of the Cars listed on Annex A hereto, and (ii) deletion of the Cars listed on Annex X hereto. Each reference to Annex A in the

Security Agreement shall be deemed to refer to such Annex as amended by Annex A and Annex X hereto. The representations, warranties, covenants and agreements contained in the Security Agreement (together with the remedies contained in the Security Agreement) shall, as of the date hereof, apply to the Cars listed on Annex A hereto to the same extent and with the same force and effect as if such Cars had been specifically described and referred to in the Security Agreement.

SECTION 2.2. Amendments to Annex B to Security Agreement. Effective as of the date hereof, Annex B to the Security Agreement is hereby amended and supplemented by the (i) addition of the Equipment Leases listed on Annex B hereto, and (ii) deletion of the Equipment Leases listed on Annex Y hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B and Annex Y hereto. The representations, warranties, covenants and agreements contained in the Security Agreement (together with the remedies contained in the Security Agreement) shall, as of the date hereof, apply to the Equipment Leases listed on Annex B hereto to the same extent and with the same force and effect as if such Equipment Leases had been specifically described and referred to in the Security Agreement.

ARTICLE III

REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc.
The execution, delivery and performance by the Debtor of this Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

- (a) contravene the Debtor's certificate of incorporation or by-laws; or
- (b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C.

SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE
FILING OR RECORDING WITH RESPECT THERETO.

IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be executed by their respective officers thereunto
duly authorized.

AKF CORP

By 
Name: Robert J. Mitchell
Title: President

State of New York)
)
 ss:
County of New York)

On this 17th day of March, 1995, before me personally came
Robert J. Mitchell, to me known, who being by me duly sworn, did
depose and say that he resides at Woodbury, New York, that he is
the President of AKF Corp., the corporation described in and
which executed the foregoing instrument, and that he signed his
name thereto on the date hereof by order of the board of
directors of said corporation.


Notary Public

ALICE BLUMBERG
Notary Public, State of New York
No. OIBL5026266
Qualified in New York County
Commission Expires April 18, 1996

[Fifth Amendment to Security Agreement for IN6]

24143771.2 031795 945E 94167657

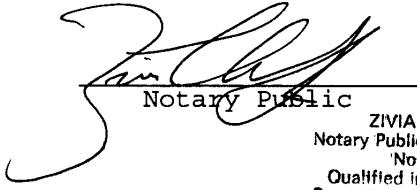
IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be executed by their respective officers thereunto
duly authorized.

INTERNATIONALE NEDERLANDEN
(U.S.) CAPITAL CORPORATION

By Robert Novak
Name:
Title:

STATE OF NEW YORK)
)
 ss:
COUNTY OF NEW YORK)

On this 17th day of March, 1995, before me personally came
Robert Novak, to me known, who being by me duly sworn, did
depose and say that he resides at 135 East 57th Street, New York,
New York 10022, that he is Vice President of Internationale
Nederlanden (U.S.) Capital Corporation, the corporation described
in and which executed the foregoing instrument, and that he
signed his name thereto on the date hereof by order of the board
of directors of said corporation.


Notary Public

ZIVIA FLOMENHAFT
Notary Public, State of New York
No. 31-5013239
Qualified in New York County
Commission Expires July 15, 1995

16-Mar-95

ANNEX A

ACFX	366	ACFX	17681	ACFX	69605
ACFX	398	ACFX	17682	ACFX	69606
ACFX	577	ACFX	18980	ACFX	69607
ACFX	607	ACFX	19000	ACFX	69608
ACFX	753	ACFX	19003	ACFX	69609
ACFX	758	ACFX	19004	ACFX	69610
ACFX	759	ACFX	19005	ACFX	69611
ACFX	762	ACFX	19007	ACFX	69612
ACFX	1102	ACFX	19008	ACFX	69613
ACFX	1104	ACFX	19009	ACFX	69614
ACFX	1111	ACFX	19012	ACFX	69615
ACFX	2088	ACFX	19016	ACFX	69616
ACFX	2222	ACFX	19017	ACFX	69617
ACFX	2223	ACFX	19024	ACFX	69618
ACFX	2224	ACFX	19027	ACFX	69619
ACFX	2260	ACFX	19036	ACFX	69620
ACFX	2369	ACFX	19047	ACFX	69621
ACFX	6417	ACFX	19048	ACFX	69622
ACFX	6418	ACFX	19049	ACFX	69623
ACFX	6663	ACFX	19050	ACFX	69624
ACFX	6664	ACFX	19054	ACFX	69625
ACFX	6673	ACFX	19202	ACFX	69626
ACFX	6675	ACFX	19251	ACFX	69627
ACFX	6680	ACFX	19389	ACFX	69628
ACFX	6682	ACFX	47066	ACFX	69629
ACFX	6683	ACFX	47070	ACFX	69630
ACFX	6690	ACFX	68078	ACFX	69631
ACFX	6695	ACFX	69582	ACFX	69632
ACFX	6696	ACFX	69583	ACFX	69633
ACFX	6700	ACFX	69584	ACFX	69634
ACFX	6709	ACFX	69585	ACFX	69635
ACFX	6716	ACFX	69586	ACFX	69636
ACFX	6794	ACFX	69587	ACFX	69637
ACFX	12198	ACFX	69588	ACFX	69638
ACFX	12412	ACFX	69589	ACFX	69640
ACFX	13512	ACFX	69590	ACFX	69641
ACFX	13514	ACFX	69591	ACFX	69642
ACFX	13946	ACFX	69592	ACFX	69643
ACFX	17007	ACFX	69593	ACFX	69644
ACFX	17101	ACFX	69594	ACFX	69645
ACFX	17102	ACFX	69595	ACFX	69646
ACFX	17103	ACFX	69596	ACFX	69647
ACFX	17124	ACFX	69597	ACFX	69648
ACFX	17182	ACFX	69598	ACFX	69649
ACFX	17526	ACFX	69599	ACFX	69650
ACFX	17615	ACFX	69600	ACFX	69651
ACFX	17635	ACFX	69601	ACFX	69652
ACFX	17655	ACFX	69602	ACFX	69653
ACFX	17658	ACFX	69603	ACFX	69654
ACFX	17661	ACFX	69604	ACFX	69655

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ANNEX A

ACFX	69656	ACFX	71223	ACFX	82722
ACFX	69657	ACFX	71225	ACFX	82792
ACFX	69658	ACFX	71226	ACFX	82817
ACFX	69659	ACFX	71227	ACFX	82885
ACFX	69660	ACFX	71229	ACFX	83031
ACFX	69661	ACFX	71233	ACFX	83278
ACFX	69662	ACFX	77854	ACFX	83339
ACFX	69663	ACFX	77856	ACFX	83340
ACFX	69664	ACFX	78182	ACFX	83364
ACFX	69665	ACFX	78214	ACFX	83492
ACFX	69666	ACFX	78321	ACFX	83528
ACFX	69667	ACFX	78328	ACFX	83533
ACFX	69668	ACFX	78519	ACFX	83767
ACFX	69669	ACFX	80163	ACFX	83853
ACFX	69670	ACFX	80228	ACFX	83935
ACFX	69671	ACFX	81603	ACFX	84078
ACFX	69672	ACFX	81653	ACFX	84149
ACFX	69673	ACFX	81665	ACFX	84151
ACFX	69674	ACFX	81696	ACFX	84191
ACFX	69675	ACFX	81697	ACFX	84245
ACFX	69676	ACFX	81722	ACFX	84246
ACFX	69677	ACFX	81792	ACFX	84247
ACFX	69678	ACFX	81811	ACFX	84254
ACFX	69679	ACFX	81934	ACFX	84260
ACFX	69680	ACFX	81943	ACFX	84262
ACFX	69681	ACFX	81950	ACFX	84574
ACFX	69682	ACFX	81955	ACFX	84872
ACFX	71131	ACFX	81960	ACFX	84883
ACFX	71132	ACFX	82002	ACFX	84887
ACFX	71133	ACFX	82004	ACFX	85237
ACFX	71134	ACFX	82011	ACFX	85267
ACFX	71187	ACFX	82022	ACFX	85269
ACFX	71188	ACFX	82064	ACFX	85270
ACFX	71189	ACFX	82247	ACFX	85271
ACFX	71190	ACFX	82259	ACFX	85272
ACFX	71191	ACFX	82273	ACFX	85476
ACFX	71192	ACFX	82303	ACFX	86031
ACFX	71193	ACFX	82307	ACFX	86032
ACFX	71194	ACFX	82322	ACFX	86688
ACFX	71200	ACFX	82327	ACFX	86789
ACFX	71205	ACFX	82331	ACFX	86845
ACFX	71207	ACFX	82332	ACFX	86955
ACFX	71209	ACFX	82341	ACFX	86969
ACFX	71210	ACFX	82351	ACFX	86970
ACFX	71211	ACFX	82359	ACFX	86974
ACFX	71214	ACFX	82429	ACFX	86976
ACFX	71216	ACFX	82554	ACFX	86988
ACFX	71217	ACFX	82580	ACFX	86991
ACFX	71220	ACFX	82606	ACFX	86994
ACFX	71221	ACFX	82628	ACFX	87125

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ANNEX A

ACFX	87163
ACFX	87165
ACFX	87399
ACFX	87416
ACFX	87420
ACFX	87421
ACFX	87474
ACFX	87491
ACFX	87498
ACFX	87528
ACFX	87545
ACFX	87736
ACFX	87739
ACFX	87862
ACFX	87863
ACFX	87927
ACFX	88032
ACFX	88192
ACFX	88193
ACFX	88294
ACFX	88480
ACFX	88485
ACFX	88508
ACFX	88561
ACFX	88709
ACFX	88913
ACFX	88959
ACFX	88965
ACFX	88985
ACFX	89077
ACFX	89095
ACFX	89110
ACFX	89388
ACFX	89426
ACFX	89431
ACFX	89432
ACFX	89632
ACFX	89740
ACFX	89779
ACFX	89955
ACFX	89977
ACFX	89981

342 Cars

ANNEX B									
LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
5 AG PROCESSING, INC.		08000K	ACFX 83528	T	1970	12/01/94	05/31/95		
		08000K	ACFX 84191	T	1972	12/01/94	05/31/95		
		08000K	ACFX 86845	T	1974	12/01/94	05/31/95	3	
5 AG PROCESSING, INC.		5992	ACFX 17007	T	1964	06/01/94	05/31/99		
		6043	ACFX 80163	T	1971	00/00/00	00/00/00		
		6227	ACFX 17102	T	1964	00/00/00	00/00/00		
16 AMERIGAS PROPANE, INC.		08000K	ACFX 81665	T	1965	12/01/94	00/00/00		
18 FINA OIL AND CHEMICAL COMPANY		08000K	ACFX 82307	T	1967	12/01/94	00/00/00		
		08000K	ACFX 82322	T	1967	12/01/94	00/00/00		
		08000K	ACFX 82429	T	1967	12/01/94	00/00/00		
18 FINA OIL AND CHEMICAL COMPANY		6182	ACFX 84260	T	1973	01/01/95	12/31/97	4	
26 HARBORCHEM		08000U	ACFX 82022	T	1965	11/01/94	04/30/95		
26 HARBORCHEM		08000U	ACFX 83364	T	1970	11/01/94	04/30/95		
66 BUNGE CORPORATION		08000U	ACFX 84883	T	1973	11/01/94	04/30/95		
		08000V	ACFX 87474	T	1975	12/01/94	05/31/95		
		08000V	ACFX 87491	T	1975	12/01/94	05/31/95		
		08000V	ACFX 87498	T	1974	12/01/94	05/31/95		
		08000V	ACFX 87528	T	1974	12/01/94	05/31/95		
		08000V	ACFX 87736	T	1974	12/01/94	05/31/95		
66 BUNGE CORPORATION		08000A	ACFX 88032	T	1966	00/00/00	00/00/00	8	
73 CORNWALL CHEMICALS		08000A	ACFX 88508	T	1968	12/01/94	11/30/95	1	
73 ICI CANADA INC.		5168	ACFX 85237	T	1968	03/01/89	04/30/94		
73 AIR LIQUIDE AMERICA CORPORATION		7346	ACFX 85267	T	1969	07/01/89	06/30/94		
		7346	ACFX 85269	T	1969	07/01/89	06/30/94		
		7346	ACFX 85270	T	1969	07/01/89	06/30/94		
		7346	ACFX 85271	T	1969	07/01/89	06/30/94		
		7346	ACFX 85272	T	1969	07/01/89	06/30/94		
		7346	ACFX 85476	T	1970	07/01/89	06/30/94		
79 AIR LIQUIDE AMERICA CORPORATION		6069	ACFX 82002	T	1965	08/01/94	07/31/99		
81 CARGILL INCORPORATED		6069	ACFX 82004	T	1965	08/01/94	07/31/99		
		6069	ACFX 84887	T	1973	08/01/94	07/31/99	7	

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ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
263 OCCIDENTAL CHEMICAL CORPORATION		08000H	ACFX 78214	T	1977	04/01/92	09/30/92	
		08000H	ACFX 83853	T	1971	04/01/92	09/30/92	
		08000H	ACFX 86588	T	1973	04/01/92	09/30/92	
		08000H	ACFX 86955	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86969	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86970	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86974	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86976	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86988	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86991	T	1973	04/01/92	09/30/92	
		08000H	ACFX 86994	T	1973	04/01/92	09/30/92	
		08000H	ACFX 88480	T	1968	04/01/92	09/30/92	
		08000H	ACFX 88485	T	1968	04/01/92	09/30/92	
		08000H	ACFX 88709	T	1968	04/01/92	09/30/92	
		08000H	ACFX 89095	T	1968	04/01/92	09/30/92	
		08000H	ACFX 89426	T	1970	04/01/92	09/30/92	
		08000H	ACFX 89432	T	1970	04/01/92	09/30/92	
		08000H	ACFX 89740	T	1971	04/01/92	09/30/92	
		08000H	ACFX 89977	T	1971	04/01/92	09/30/92	
		08000H	ACFX 89981	T	1971	04/01/92	09/30/92	
		08000I	ACFX 78519	T	1978	02/01/94	01/31/95	
		08000I	ACFX 82722	T	1968	02/01/94	01/31/95	
263 OCCIDENTAL CHEMICAL CORPORATION		08000E	ACFX 81792	T	1965	06/01/94	05/31/95	22
269 EMPAK, INC.								1
269 EMPAK, INC.		5592	ACFX 86789	T	1974	08/01/91	07/31/95	1
274 WESTWAY TRADING CORPORATION								
274 WESTWAY TRADING CORPORATION		08000D	ACFX 82303	T	1966	02/01/92	00/00/00	
283IBP INC.		08000M	ACFX 87163	T	1974	10/01/94	00/00/00	
		08000M	ACFX 87739	T	1974	10/01/94	00/00/00	
		08000M	ACFX 87863	T	1975	10/01/94	00/00/00	
		0966	ACFX 87416	T	1974	01/01/95	12/31/95	
283IBP INC.								5
295 LAROCHE CHEMICALS INC	1293	ACFX 78182	T	1977	00/00/00	00/00/00		
295 LAROCHE CHEMICALS INC								1
335 MASONITE CORPORATION		08000B	ACFX 82064	T	1966	05/01/94	04/30/95	
335 MASONITE CORPORATION		08000B	ACFX 82247	T	1966	05/01/94	04/30/95	2
357 MOBIL OIL CORPORATION		08000M	ACFX 84245	T	1972	11/01/94	10/31/95	

ANNEX B									
LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
364 PEPER GRAIN CO INC 371 EXCEL CORPORATION		08000M 08000B 08000C 08000C 08000B 08000B 08000C 08000C 08000C 08000C 08000C 08000C 08000C 08000D 08000D 08000D 08000D	ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX	84246 84254 84262 17661 13512 13514	T T T T T T T T T T T T T T T T	1972 1972 1973 1963 1967 1967	11/01/94 11/01/94 11/01/94 01/01/95 00/00/00 00/00/00	10/31/95 10/31/95 10/31/95 00/00/00 00/00/00 00/00/00	
357 MOBIL OIL CORPORATION		50400063 50400063			1966	10/01/91	09/30/92	7	
371 EXCEL CORPORATION		08000I 08000I	ACFX ACFX	82259 82359	T T	1966	10/01/91	09/30/92	2
373 COW FEED CO INC THE 375 LCP TRANSPORTATION, INC.		08000I 08000I 1124 4229 4229 4229 4229 5493	ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX	12412 6794 366 577 762 695 6417	T T T T T T T	1963 1966	10/01/93 10/01/93	03/31/94 03/31/94	12 2
375 LCP TRANSPORTATION, INC. 398 HULS AMERICA 443 ELF ATOCHEM NORTH AMERICA, INC.		08000C 08000C 08000C 08000C	ACFX ACFX ACFX ACFX	71131 71132 71133 71134	T T T T	1985 1985 1985 1985	08/01/93 08/01/93 08/01/93 08/01/93	04/30/94 04/30/94 04/30/94 04/30/94	6 1

ANNEX B									
LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
443 ELF ATOCHEM NORTH AMERICA, INC.		5140	ACFX	71200	1986	11/01/89	10/31/94		
445 PENNZOIL PRODUCTS COMPANY		5140	ACFX	71205	T	1986	11/01/89	10/31/94	
		5140	ACFX	71207	T	1986	11/01/89	10/31/94	
		5140	ACFX	71209	T	1986	11/01/89	10/31/94	
		5140	ACFX	71210	T	1986	11/01/89	10/31/94	
		5140	ACFX	71211	T	1985	11/01/89	10/31/94	
		5140	ACFX	71214	T	1986	11/01/89	10/31/94	
		5140	ACFX	71216	T	1986	11/01/89	10/31/94	
		5140	ACFX	71217	T	1986	11/01/89	10/31/94	
		5140	ACFX	71220	T	1986	11/01/89	10/31/94	
		5140	ACFX	71221	T	1986	11/01/89	10/31/94	
		5140	ACFX	71223	T	1986	11/01/89	10/31/94	
		5140	ACFX	71225	T	1986	11/01/89	10/31/94	
		5140	ACFX	71226	T	1986	11/01/89	10/31/94	
		5140	ACFX	71227	T	1986	11/01/89	10/31/94	
		5140	ACFX	71229	T	1986	11/01/89	10/31/94	
445 PENNZOIL PRODUCTS COMPANY								16	
450 TEXAS PETROCHEMICAL		08000C	ACFX	88192	T	1967	12/01/94	05/31/95	
450 TEXAS PETROCHEMICAL		08000C	ACFX	88193	T	1967	12/01/94	05/31/95	2
455 PHILLIPS PETROLEUM COMPANY		08000B	ACFX	86031	T	1966	01/01/94	03/31/94	
455 PHILLIPS PETROLEUM COMPANY		08000E	ACFX	88965	T	1968	12/01/94	11/30/95	2
477 PURINA MILLS, INC.		6192	ACFX	87125	T	1973	00/00/00	00/00/00	1
477 PURINA MILLS, INC.		5648	ACFX	2088	T	1959	01/01/95	12/31/99	
484 HUNTSMAN CORPORATION		5648	ACFX	2260	T	1959	01/01/95	12/31/99	2
522 POWER SILICATES, INC		6293	ACFX	89431	T	1970	00/00/00	00/00/00	
522 POWER SILICATES, INC		6293	ACFX	89955	T	1971	00/00/00	00/00/00	2
532 BP CHEMICALS INC.		7491	ACFX	17655	T	1963	01/01/92	01/31/95	
532 BP CHEMICALS INC.		7491	ACFX	17658	T	1963	01/01/92	01/31/95	2
536 SHINTECH INC		6141	ACFX	69582	H	1995	00/00/00	00/00/00	
536 SHINTECH INC		6141	ACFX	69583	H	1995	00/00/00	00/00/00	
		6141	ACFX	69584	H	1995	00/00/00	00/00/00	
		6141	ACFX	69585	H	1995	00/00/00	00/00/00	

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ANNEX B									
LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
6141		ACFX	69586	H	1995	00/00/00	00/00/00		
6141		ACFX	69587	H	1995	00/00/00	00/00/00		
6141		ACFX	69588	H	1995	00/00/00	00/00/00		
6141		ACFX	69589	H	1995	00/00/00	00/00/00		
6141		ACFX	69590	H	1995	00/00/00	00/00/00		
6141		ACFX	69591	H	1995	00/00/00	00/00/00		
6141		ACFX	69592	H	1995	00/00/00	00/00/00		
6141		ACFX	69593	H	1995	00/00/00	00/00/00		
6141		ACFX	69594	H	1995	00/00/00	00/00/00		
6141		ACFX	69595	H	1995	00/00/00	00/00/00		
6141		ACFX	69596	H	1995	00/00/00	00/00/00		
6141		ACFX	69597	H	1995	00/00/00	00/00/00		
6141		ACFX	69598	H	1995	00/00/00	00/00/00		
6141		ACFX	69599	H	1995	00/00/00	00/00/00		
6141		ACFX	69600	H	1995	00/00/00	00/00/00		
6141		ACFX	69601	H	1995	00/00/00	00/00/00		
6141		ACFX	69602	H	1995	00/00/00	00/00/00		
6141		ACFX	69603	H	1995	00/00/00	00/00/00		
6141		ACFX	69604	H	1995	00/00/00	00/00/00		
6141		ACFX	69605	H	1995	00/00/00	00/00/00		
6141		ACFX	69606	H	1995	00/00/00	00/00/00		
6141		ACFX	69607	H	1995	00/00/00	00/00/00		
6141		ACFX	69608	H	1995	00/00/00	00/00/00		
6141		ACFX	69609	H	1995	00/00/00	00/00/00		
6141		ACFX	69610	H	1995	00/00/00	00/00/00		
6141		ACFX	69611	H	1995	00/00/00	00/00/00		
6141		ACFX	69612	H	1995	00/00/00	00/00/00		
6141		ACFX	69613	H	1995	00/00/00	00/00/00		
6141		ACFX	69614	H	1995	00/00/00	00/00/00		
6141		ACFX	69615	H	1995	00/00/00	00/00/00		
6141		ACFX	69616	H	1995	00/00/00	00/00/00		
6141		ACFX	69617	H	1995	00/00/00	00/00/00		
6141		ACFX	69618	H	1995	00/00/00	00/00/00		
6141		ACFX	69619	H	1995	00/00/00	00/00/00		
6141		ACFX	69620	H	1995	00/00/00	00/00/00		
6141		ACFX	69621	H	1995	00/00/00	00/00/00		
6141		ACFX	69622	H	1995	00/00/00	00/00/00		
6141		ACFX	69623	H	1995	00/00/00	00/00/00		
6141		ACFX	69624	H	1995	00/00/00	00/00/00		

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	LEASE TOTAL CARS
ANNEX B								
6141	ACFX	69625	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69626	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69627	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69628	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69629	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69630	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69631	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69632	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69633	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69634	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69635	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69636	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69637	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69638	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69640	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69641	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69642	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69643	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69644	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69645	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69646	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69647	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69648	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69649	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69650	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69651	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69652	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69653	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69654	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69655	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69656	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69657	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69658	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69659	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69660	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69661	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69662	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69663	H	1995	00/00/00	00/00/00	00/00/00	
6141	ACFX	69664	H	1995	00/00/00	00/00/00	00/00/00	

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LESSEE CODE	LESSEE	ANNEX B						LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE DATE				
6141	ACFX	69665	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	100
6141	ACFX	69666	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	1
6141	ACFX	69667	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	1
6141	ACFX	69668	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	1
6141	ACFX	69669	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69670	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69671	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69672	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69673	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69674	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69675	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69676	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69677	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69678	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69679	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69680	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69681	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
6141	ACFX	69682	H	1995	00/00/00	00/00/00	00/00/00	00/00/00	00/00/00	2
536 SHINTECH INC										
567 SOLVAY MINERALS, INC										
567 SOLVAY MINERALS, INC	6188	ACFX	89110	T	1969	00/00/00	00/00/00	00/00/00	00/00/00	1
586 THIELE KAOLIN COMPANY	6215	ACFX	88985	T	1969	00/00/00	00/00/00	00/00/00	00/00/00	1
586 THIELE KAOLIN COMPANY	0817	ACFX	17635	T	1963	09/01/90	08/31/95	09/01/90	08/31/95	1
611 UNION OIL CO. OF CALIFORNIA										
611 UNION OIL CO. OF CALIFORNIA										
634 APPLIED INDUSTRIAL MATERIALS CORP	6073	ACFX	47066	H	1967	09/01/94	08/31/97	09/01/94	08/31/97	2
634 APPLIED INDUSTRIAL MATERIALS CORP										
1002 COZINCO, INC.										
1002 BAKER PERFORMANCE CHEMICAL, INC	08000D	ACFX	82885	T	1963	09/01/94	08/31/95	09/01/94	08/31/95	3
1003 BAKER PERFORMANCE CHEMICAL, INC	4518	ACFX	81955	T	1965	11/01/94	00/00/00	11/01/94	00/00/00	2
1009 MARSULEX INC.										
		ACFX	78321	T	1977	00/00/00	00/00/00	00/00/00	00/00/00	
		ACFX	78328	T	1977	00/00/00	00/00/00	00/00/00	00/00/00	
		ACFX	398	T	1962	06/01/87	05/31/94	06/01/87	05/31/94	
		ACFX	607	T	1961	06/01/87	05/31/94	06/01/87	05/31/94	
		ACFX	753	T	1963	06/01/87	05/31/94	06/01/87	05/31/94	
		ACFX	758	T	1964	06/01/87	05/31/94	06/01/87	05/31/94	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
4225	ACFX	759	T	1964	06/01/87	05/31/94		
4225	ACFX	1102	T	1964	06/01/87	05/31/94		
4225	ACFX	1104	T	1964	06/01/87	05/31/94		
4225	ACFX	1111	T	1964	06/01/87	05/31/94		
4225	ACFX	2222	T	1963	06/01/87	05/31/94		
4225	ACFX	2223	T	1963	06/01/87	05/31/94		
4225	ACFX	2224	T	1963	06/01/87	05/31/94		
4225	ACFX	2369	T	1961	06/01/87	05/31/94		
4225	ACFX	6418	T	1965	06/01/87	05/31/94		
4225	ACFX	6663	T	1964	06/01/87	05/31/94		
4225	ACFX	6664	T	1964	06/01/87	05/31/94		
4225	ACFX	6673	T	1965	06/01/87	05/31/94		
4225	ACFX	6675	T	1965	06/01/87	05/31/94		
4225	ACFX	6680	T	1965	06/01/87	05/31/94		
4225	ACFX	6682	T	1965	06/01/87	05/31/94		
4225	ACFX	6683	T	1965	06/01/87	05/31/94		
4225	ACFX	6690	T	1965	06/01/87	05/31/94		
4225	ACFX	6696	T	1965	06/01/87	05/31/94		
4225	ACFX	6700	T	1964	06/01/87	05/31/94		
4225	ACFX	6709	T	1964	06/01/87	05/31/94		
4225	ACFX	6716	T	1964	06/01/87	05/31/94		
4225	ACFX	19003	T	1965	06/01/87	05/31/94		
4225	ACFX	19004	T	1965	06/01/87	05/31/94		
4225	ACFX	19005	T	1965	06/01/87	05/31/94		
4225	ACFX	19007	T	1965	06/01/87	05/31/94		
4225	ACFX	19008	T	1965	06/01/87	05/31/94		
4225	ACFX	19009	T	1965	06/01/87	05/31/94		
4225	ACFX	19016	T	1965	06/01/87	05/31/94		
4225	ACFX	19017	T	1965	06/01/87	05/31/94		
4225	ACFX	19024	T	1965	06/01/87	05/31/94		
4225	ACFX	19027	T	1965	06/01/87	05/31/94		
4225	ACFX	19036	T	1965	06/01/87	05/31/94		
4225	ACFX	19047	T	1965	06/01/87	05/31/94		
4225	ACFX	19048	T	1965	06/01/87	05/31/94		
4225	ACFX	19049	T	1965	06/01/87	05/31/94		
4225	ACFX	19050	T	1965	06/01/87	05/31/94		
4225	ACFX	19054	T	1965	06/01/87	05/31/94		
5661	ACFX	71233	T	1985	02/01/92	01/31/95		

1009 MARSULEX INC.
1032 NATIONAL SILICATES LTD.

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ANNEX X

ACFX 38500	ACFX 38755	ACFX 39212
ACFX 38501	ACFX 38756	ACFX 39213
ACFX 38502	ACFX 38757	ACFX 39214
ACFX 38503	ACFX 38758	ACFX 39215
ACFX 38504	ACFX 38759	ACFX 39216
ACFX 38505	ACFX 38760	ACFX 39217
ACFX 38506	ACFX 38761	ACFX 39218
ACFX 38507	ACFX 38776	ACFX 39219
ACFX 38508	ACFX 38777	ACFX 39220
ACFX 38509	ACFX 38778	ACFX 39221
ACFX 38510	ACFX 38779	ACFX 39222
ACFX 38511	ACFX 38780	ACFX 39223
ACFX 38512	ACFX 38781	ACFX 39224
ACFX 38513	ACFX 38782	ACFX 39225
ACFX 38514	ACFX 38783	ACFX 39226
ACFX 38515	ACFX 38784	ACFX 39227
ACFX 38516	ACFX 38785	ACFX 39228
ACFX 38517	ACFX 38912	ACFX 39229
ACFX 38518	ACFX 38913	ACFX 39230
ACFX 38545	ACFX 38914	ACFX 39231
ACFX 38551	ACFX 38915	ACFX 39232
ACFX 38554	ACFX 38916	ACFX 39233
ACFX 38562	ACFX 38917	ACFX 39234
ACFX 38573	ACFX 38918	ACFX 39235
ACFX 38575	ACFX 38922	ACFX 39236
ACFX 38581	ACFX 38923	ACFX 39237
ACFX 38582	ACFX 38927	ACFX 39238
ACFX 38585	ACFX 38928	ACFX 39239
ACFX 38590	ACFX 38931	ACFX 39240
ACFX 38601	ACFX 38932	ACFX 39241
ACFX 38603	ACFX 38934	ACFX 39242
ACFX 38604	ACFX 38935	ACFX 39343
ACFX 38611	ACFX 38936	ACFX 39344
ACFX 38615	ACFX 38937	ACFX 39345
ACFX 38625	ACFX 39196	ACFX 40301
ACFX 38632	ACFX 39197	ACFX 40302
ACFX 38640	ACFX 39198	ACFX 40303
ACFX 38646	ACFX 39199	ACFX 40304
ACFX 38654	ACFX 39200	ACFX 40325
ACFX 38657	ACFX 39201	ACFX 40326
ACFX 38660	ACFX 39202	ACFX 40327
ACFX 38662	ACFX 39203	ACFX 51150
ACFX 38663	ACFX 39204	ACFX 51151
ACFX 38666	ACFX 39205	ACFX 51153
ACFX 38674	ACFX 39206	ACFX 51154
ACFX 38678	ACFX 39207	ACFX 51155
ACFX 38679	ACFX 39208	ACFX 51156
ACFX 38752	ACFX 39209	ACFX 51157
ACFX 38753	ACFX 39210	ACFX 51159
ACFX 38754	ACFX 39211	ACFX 51160

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ANNEX X

ACFX 51161	ACFX 71174	ACFX 76858
ACFX 59959	ACFX 71175	ACFX 76859
ACFX 59960	ACFX 71176	ACFX 76860
ACFX 59961	ACFX 71177	ACFX 76861
ACFX 59962	ACFX 71178	ACFX 76862
ACFX 59963	ACFX 71179	ACFX 76863
ACFX 59964	ACFX 71180	ACFX 76864
ACFX 59965	ACFX 71181	ACFX 76865
ACFX 59986	ACFX 71182	ACFX 76866
ACFX 59987	ACFX 71184	ACFX 76867
ACFX 59988	ACFX 71185	ACFX 76868
ACFX 59989	ACFX 71186	ACFX 76869
ACFX 59990	ACFX 76737	ACFX 76870
ACFX 71103	ACFX 76739	ACFX 76871
ACFX 71104	ACFX 76740	ACFX 76872
ACFX 71105	ACFX 76746	ACFX 76873
ACFX 71106	ACFX 76758	ACFX 76874
ACFX 71107	ACFX 76759	ACFX 76875
ACFX 71108	ACFX 76760	ACFX 76876
ACFX 71109	ACFX 76827	ACFX 76907
ACFX 71110	ACFX 76828	ACFX 76908
ACFX 71111	ACFX 76829	ACFX 76915
ACFX 71112	ACFX 76830	272 Cars
ACFX 71113	ACFX 76831	
ACFX 71114	ACFX 76832	
ACFX 71115	ACFX 76833	
ACFX 71117	ACFX 76834	
ACFX 71118	ACFX 76835	
ACFX 71119	ACFX 76836	
ACFX 71121	ACFX 76837	
ACFX 71122	ACFX 76838	
ACFX 71123	ACFX 76839	
ACFX 71124	ACFX 76840	
ACFX 71125	ACFX 76841	
ACFX 71126	ACFX 76842	
ACFX 71127	ACFX 76843	
ACFX 71128	ACFX 76844	
ACFX 71129	ACFX 76845	
ACFX 71162	ACFX 76846	
ACFX 71163	ACFX 76847	
ACFX 71164	ACFX 76848	
ACFX 71165	ACFX 76849	
ACFX 71166	ACFX 76850	
ACFX 71167	ACFX 76851	
ACFX 71168	ACFX 76852	
ACFX 71169	ACFX 76853	
ACFX 71170	ACFX 76854	
ACFX 71171	ACFX 76855	
ACFX 71172	ACFX 76856	
ACFX 71173	ACFX 76857	

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ANNEX Y

LESSEE CODE	LESSEE NAME	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	9 ASARCO SULFURIC ACID SALES	5987	ACFX	76758	T	1985	06/01/94	05/31/97
		5987	ACFX	76759	T	1985	06/01/94	05/31/97
		5987	ACFX	76760	T	1985	06/01/94	05/31/97
	10 ALLIED-SIGNAL, INC.							3
	18 FINA OIL AND CHEMICAL COMPANY	62110170	ACFX	71182	T	1985	05/01/94	04/30/97
		62110170	ACFX	71186	T	1985	05/01/94	04/30/97
								2
		58570012	ACFX	38500	H	1985	03/01/93	02/28/95
		58570012	ACFX	38501	H	1985	03/01/93	02/28/95
		58570012	ACFX	38502	H	1985	03/01/93	02/28/95
		58570012	ACFX	38503	H	1985	03/01/93	02/28/95
		58570012	ACFX	38504	H	1985	03/01/93	02/28/95
		58570012	ACFX	38505	H	1985	03/01/93	02/28/95
		58570012	ACFX	38506	H	1985	03/01/93	02/28/95
		58570012	ACFX	38507	H	1985	03/01/93	02/28/95
		58570012	ACFX	38508	H	1985	03/01/93	02/28/95
		58570012	ACFX	38509	H	1985	03/01/93	02/28/95
		58570012	ACFX	38510	H	1985	03/01/93	02/28/95
		58570012	ACFX	38511	H	1985	03/01/93	02/28/95
		58570012	ACFX	38512	H	1985	03/01/93	02/28/95
		58570012	ACFX	38513	H	1985	03/01/93	02/28/95
		58570012	ACFX	38514	H	1985	03/01/93	02/28/95
		58570012	ACFX	38515	H	1984	03/01/93	02/28/95
		58570012	ACFX	38516	H	1985	03/01/93	02/28/95
		58570012	ACFX	38517	H	1985	03/01/93	02/28/95
		58570012	ACFX	38518	H	1985	03/01/93	02/28/95
								19
	18 FINA OIL AND CHEMICAL COMPANY							
	30 ASHLAND OIL, INC.	3726	ACFX	71103	T	1985	03/01/92	09/30/95
		3726	ACFX	71106	T	1985	03/01/92	09/30/95
		3726	ACFX	71108	T	1985	03/01/92	09/30/95
		3726	ACFX	71111	T	1985	03/01/92	09/30/95
		3726	ACFX	71113	T	1985	03/01/92	09/30/95
		3726	ACFX	71114	T	1985	03/01/92	09/30/95
		3726	ACFX	71124	T	1985	03/01/92	09/30/95
		3726	ACFX	71170	T	1985	03/01/92	09/30/95
		3726	ACFX	71178	T	1985	03/01/92	09/30/95
								9
	30 ASHLAND OIL, INC.	99660144	ACFX	76737	T	1984	04/01/94	03/31/99
	56 BORDEN PACKAGING & INDUSTRIAL PROD	99660144	ACFX	76739	T	1985	04/01/94	03/31/99

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
56 BORDEN PACKAGING & INDUSTRIAL PROD	99660144	ACFX	76740	T	1985	04/01/94	03/31/99	
154 DOW CHEMICAL COMPANY THE	99660144	ACFX	76746	T	1985	04/01/94	03/31/99	
154 DOW CHEMICAL COMPANY THE	00100B	ACFX	38654	H	1985	10/01/94	03/31/95	4
263 OCCIDENTAL CHEMICAL CORPORATION	48860032	ACFX	38752	H	1985	05/01/90	04/30/95	1
	48860032	ACFX	38753	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38754	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38755	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38756	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38757	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38758	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38759	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38760	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38761	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38776	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38777	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38778	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38779	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38780	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38781	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38782	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38783	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38784	H	1985	05/01/90	04/30/95	
	48860032	ACFX	38785	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38585	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38545	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38554	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38573	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38582	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38625	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38632	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38601	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38603	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38611	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38646	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38647	H	1985	05/01/90	04/30/95	
	48860074	ACFX	38660	H	1985	05/01/90	04/30/95	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	LEASE TOTAL CARS
	315 LEVER BROS CO	48860074	ACFX	38662	H	1985	05/01/90	04/30/95
	315 LEVER BROS CO	48860074	ACFX	38663	H	1985	05/01/90	04/30/95
	315 LEVER BROS CO	48860074	ACFX	38666	H	1985	05/01/90	04/30/95
	315 LEVER BROS CO	48860074	ACFX	38674	H	1985	05/01/90	04/30/95
	315 LEVER BROS CO	48860074	ACFX	38678	H	1985	05/01/90	04/30/95
	315 LEVER BROS CO	48860074	ACFX	38679	H	1985	05/01/90	04/30/95
	263 OCCIDENTAL CHEMICAL CORPORATION	3773	ACFX	71184	T	1985	12/01/90	11/30/95
	263 OCCIDENTAL CHEMICAL CORPORATION	3773	ACFX	71185	T	1985	12/01/90	11/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59959	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59960	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59961	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59962	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59963	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59964	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750211	ACFX	59965	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750213	ACFX	51153	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750213	ACFX	51155	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750213	ACFX	51156	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750213	ACFX	51159	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750213	ACFX	51161	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750228	ACFX	51154	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750228	ACFX	51157	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750228	ACFX	51160	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750522	ACFX	59986	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750522	ACFX	59987	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750522	ACFX	59988	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750522	ACFX	59989	H	1985	06/01/90	05/31/95
	464 PROCTER & GAMBLE MFG COMPANY	96750523	ACFX	51150	H	1985	10/01/90	09/30/95
	464 PROCTER & GAMBLE MFG COMPANY	96750523	ACFX	51151	H	1985	10/01/90	09/30/95
464 PROCTER & GAMBLE MFG COMPANY 538 NOVACOR CHEMICALS LTD.		5455	ACFX	71104	T	1985	02/01/91	01/31/96
464 PROCTER & GAMBLE MFG COMPANY 538 NOVACOR CHEMICALS LTD.		5455	ACFX	71105	T	1985	02/01/91	01/31/96
464 PROCTER & GAMBLE MFG COMPANY 538 NOVACOR CHEMICALS LTD.		5455	ACFX	71107	T	1985	02/01/91	01/31/96
464 PROCTER & GAMBLE MFG COMPANY 538 NOVACOR CHEMICALS LTD.		5455	ACFX	71109	T	1985	02/01/91	01/31/96
464 PROCTER & GAMBLE MFG COMPANY 538 NOVACOR CHEMICALS LTD.		5455	ACFX	71110	T	1985	02/01/91	01/31/96
464 PROCTER & GAMBLE MFG COMPANY 538 NOVACOR CHEMICALS LTD.		5455	ACFX	71112	T	1985	02/01/91	01/31/96
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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		5455	ACFX	71115	T	1985	02/01/91	01/31/96
		5455	ACFX	71117	T	1985	02/01/91	01/31/96
		5455	ACFX	71118	T	1985	02/01/91	01/31/96
		5455	ACFX	71119	T	1985	02/01/91	01/31/96
		5455	ACFX	71121	T	1985	02/01/91	01/31/96
		5455	ACFX	71122	T	1985	02/01/91	01/31/96
		5455	ACFX	71123	T	1985	02/01/91	01/31/96
		5455	ACFX	71125	T	1985	02/01/91	01/31/96
		5455	ACFX	71126	T	1985	02/01/91	01/31/96
		5455	ACFX	71127	T	1985	02/01/91	01/31/96
		5455	ACFX	71128	T	1985	02/01/91	01/31/96
		5455	ACFX	71129	T	1985	02/01/91	01/31/96
		5455	ACFX	71162	T	1985	02/01/91	01/31/96
		5455	ACFX	71163	T	1985	02/01/91	01/31/96
		5455	ACFX	71164	T	1985	02/01/91	01/31/96
		5455	ACFX	71165	T	1985	02/01/91	01/31/96
		5455	ACFX	71166	T	1985	02/01/91	01/31/96
		5455	ACFX	71167	T	1985	02/01/91	01/31/96
		5455	ACFX	71168	T	1985	02/01/91	01/31/96
		5455	ACFX	71169	T	1985	02/01/91	01/31/96
		5455	ACFX	71171	T	1985	02/01/91	01/31/96
		5455	ACFX	71172	T	1985	02/01/91	01/31/96
		5455	ACFX	71173	T	1985	02/01/91	01/31/96
		5455	ACFX	71174	T	1985	02/01/91	01/31/96
		5455	ACFX	71175	T	1985	02/01/91	01/31/96
		5455	ACFX	71176	T	1985	02/01/91	01/31/96
		5455	ACFX	71177	T	1985	02/01/91	01/31/96
		5455	ACFX	71179	T	1985	02/01/91	01/31/96
		5455	ACFX	71180	T	1985	02/01/91	01/31/96
		5455	ACFX	71181	T	1985	02/01/91	01/31/96
	538NOVACOR CHEMICALS LTD. 543CHEVRON U.S.A. PRODUCTS COMPANY	4379	ACFX	38912	1985	10/01/92	09/30/97	36
		4379	ACFX	38913	1985	10/01/92	09/30/97	
		4379	ACFX	38914	1985	10/01/92	09/30/97	
		4379	ACFX	38915	1985	10/01/92	09/30/97	
		4379	ACFX	38916	1985	10/01/92	09/30/97	
		4379	ACFX	38917	1985	10/01/92	09/30/97	
		4379	ACFX	38918	1985	10/01/92	09/30/97	
		4379	ACFX	38922	1985	10/01/92	09/30/97	

LESSEE CODE	LESSEE	ANNEX Y						LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE				
543 CHEVRON U.S.A. PRODUCTS COMPANY 601 QUANTUM CHEMICAL CORPORATION		4379	ACFX 38923	H	1985	10/01/92	09/30/97			
		4379	ACFX 38927	H	1985	10/01/92	09/30/97			
		4379	ACFX 38928	H	1985	10/01/92	09/30/97			
		4379	ACFX 38931	H	1985	10/01/92	09/30/97			
		4379	ACFX 38932	H	1985	10/01/92	09/30/97			
		4379	ACFX 38934	H	1985	10/01/92	09/30/97			
		4379	ACFX 38935	H	1985	10/01/92	09/30/97			
		4379	ACFX 38936	H	1985	10/01/92	09/30/97			
		4379	ACFX 38937	H	1985	10/01/92	09/30/97			
		5840	ACFX 38551	H	1985	05/01/93	04/30/96			
		5840	ACFX 38575	H	1985	05/01/93	04/30/96			
		5840	ACFX 38581	H	1985	05/01/93	04/30/96			
		5840	ACFX 38590	H	1985	05/01/93	04/30/96			
		5840	ACFX 38604	H	1985	05/01/93	04/30/96			
		5840	ACFX 38615	H	1985	05/01/93	04/30/96			
		3712	ACFX 39196	H	1985	11/01/90	10/31/95			
		3712	ACFX 39197	H	1985	11/01/90	10/31/95			
		3712	ACFX 39198	H	1985	11/01/90	10/31/95			
		3712	ACFX 39199	H	1985	11/01/90	10/31/95			
		3712	ACFX 39200	H	1985	11/01/90	10/31/95			
		3712	ACFX 39201	H	1985	11/01/90	10/31/95			
		3712	ACFX 39202	H	1985	11/01/90	10/31/95			
		3712	ACFX 39203	H	1985	11/01/90	10/31/95			
		3712	ACFX 39204	H	1985	11/01/90	10/31/95			
		3712	ACFX 39205	H	1985	11/01/90	10/31/95			
		3712	ACFX 39206	H	1985	11/01/90	10/31/95			
		3712	ACFX 39207	H	1985	11/01/90	10/31/95			
		3712	ACFX 39208	H	1985	11/01/90	10/31/95			
		3712	ACFX 39209	H	1985	11/01/90	10/31/95			
		3712	ACFX 39210	H	1985	11/01/90	10/31/95			
		3712	ACFX 39211	H	1985	11/01/90	10/31/95			
		3712	ACFX 39212	H	1985	11/01/90	10/31/95			
		3712	ACFX 39213	H	1985	11/01/90	10/31/95			
		3712	ACFX 39214	H	1985	11/01/90	10/31/95			
		3712	ACFX 39215	H	1985	11/01/90	10/31/95			
		3712	ACFX 39216	H	1985	11/01/90	10/31/95			
		3712	ACFX 39217	H	1985	11/01/90	10/31/95			
		3712	ACFX 39218	H	1985	11/01/90	10/31/95			

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LESSEE CODE	LESEE CODE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		3712	ACFX	39219	H	1985	1/10/190	10/31/95
		3712	ACFX	39220	H	1985	1/10/190	10/31/95
		3712	ACFX	39221	H	1985	1/10/190	10/31/95
		3712	ACFX	39222	H	1985	1/10/190	10/31/95
		3712	ACFX	39223	H	1985	1/10/190	10/31/95
		3712	ACFX	39224	H	1985	1/10/190	10/31/95
		3712	ACFX	39225	H	1985	1/10/190	10/31/95
		3712	ACFX	39226	H	1985	1/10/190	10/31/95
		3712	ACFX	39227	H	1985	1/10/190	10/31/95
		3712	ACFX	39228	H	1985	1/10/190	10/31/95
		3712	ACFX	39229	H	1985	1/10/190	10/31/95
		3712	ACFX	39230	H	1985	1/10/190	10/31/95
		3712	ACFX	39231	H	1985	1/10/190	10/31/95
		3712	ACFX	39232	H	1985	1/10/190	10/31/95
		3712	ACFX	39233	H	1985	1/10/190	10/31/95
		3712	ACFX	39234	H	1985	1/10/190	10/31/95
		3712	ACFX	39235	H	1985	1/10/190	10/31/95
		3712	ACFX	39236	H	1985	1/10/190	10/31/95
		3712	ACFX	39237	H	1985	1/10/190	10/31/95
		3712	ACFX	39238	H	1985	1/10/190	10/31/95
		3712	ACFX	39239	H	1985	1/10/190	10/31/95
		3712	ACFX	39240	H	1985	1/10/190	10/31/95
		3712	ACFX	39241	H	1985	1/10/190	10/31/95
		3712	ACFX	39242	H	1985	1/10/190	10/31/95
		3749	ACFX	40301	H	1985	0/10/191	12/31/95
		3749	ACFX	40302	H	1985	0/10/191	12/31/95
		3749	ACFX	40303	H	1985	0/10/191	12/31/95
		3749	ACFX	40304	H	1985	0/10/191	12/31/95
		3749	ACFX	40325	H	1985	0/10/191	12/31/95
		3749	ACFX	40326	H	1985	0/10/191	12/31/95
		3749	ACFX	40327	H	1985	0/10/191	12/31/95
		3751	ACFX	39343	H	1985	1/10/185	10/31/95
		3751	ACFX	39344	H	1985	1/10/185	10/31/95
		3751	ACFX	39345	H	1985	1/10/185	10/31/95
601 QUANTUM CHEMICAL CORPORATION	667 WITCO CORPORATION							
68740156	ACFX	76827	T		1985	05/01/85	04/30/97	
68740156	ACFX	76828	T		1985	05/01/85	04/30/97	
68740156	ACFX	76829	T		1985	05/01/85	04/30/97	
68740156	ACFX	76830	T		1985	05/01/85	04/30/97	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
68740156		ACFX	76831	T	1985	05/01/85	04/30/97		
68740156		ACFX	76832	T	1985	05/01/85	04/30/97		
68740156		ACFX	76833	T	1985	05/01/85	04/30/97		
68740156		ACFX	76834	T	1985	05/01/85	04/30/97		
68740156		ACFX	76835	T	1985	05/01/85	04/30/97		
68740156		ACFX	76836	T	1985	05/01/85	04/30/97		
68740156		ACFX	76837	T	1985	05/01/85	04/30/97		
68740156		ACFX	76838	T	1985	05/01/85	04/30/97		
68740156		ACFX	76839	T	1985	05/01/85	04/30/97		
68740156		ACFX	76840	T	1985	05/01/85	04/30/97		
68740156		ACFX	76841	T	1985	05/01/85	04/30/97		
68740156		ACFX	76842	T	1985	05/01/85	04/30/97		
68740156		ACFX	76843	T	1985	05/01/85	04/30/97		
68740156		ACFX	76844	T	1985	05/01/85	04/30/97		
68740156		ACFX	76845	T	1985	05/01/85	04/30/97		
68740156		ACFX	76846	T	1985	05/01/85	04/30/97		
68740156		ACFX	76847	T	1985	05/01/85	04/30/97		
68740156		ACFX	76848	T	1985	05/01/85	04/30/97		
68740156		ACFX	76849	T	1985	05/01/85	04/30/97		
68740156		ACFX	76850	T	1985	05/01/85	04/30/97		
68740156		ACFX	76851	T	1985	05/01/85	04/30/97		
68740156		ACFX	76852	T	1985	05/01/85	04/30/97		
68740156		ACFX	76853	T	1985	05/01/85	04/30/97		
68740156		ACFX	76854	T	1985	05/01/85	04/30/97		
68740156		ACFX	76855	T	1985	05/01/85	04/30/97		
68740156		ACFX	76856	T	1985	05/01/85	04/30/97		
68740156		ACFX	76857	T	1985	05/01/85	04/30/97		
68740156		ACFX	76858	T	1985	05/01/85	04/30/97		
68740156		ACFX	76859	T	1985	05/01/85	04/30/97		
68740156		ACFX	76860	T	1985	05/01/85	04/30/97		
68740156		ACFX	76861	T	1985	05/01/85	04/30/97		
68740156		ACFX	76862	T	1985	05/01/85	04/30/97		
68740156		ACFX	76863	T	1985	05/01/85	04/30/97		
68740156		ACFX	76864	T	1985	05/01/85	04/30/97		
68740156		ACFX	76865	T	1985	05/01/85	04/30/97		
68740156		ACFX	76866	T	1985	05/01/85	04/30/97		
68740156		ACFX	76867	T	1985	05/01/85	04/30/97		
68740156		ACFX	76868	T	1985	05/01/85	04/30/97		
68740156		ACFX	76869	T	1985	05/01/85	04/30/97		

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